

C. GRANVILLE WYCHE  
ALFRED F. BURGESS  
C. THOMAS WYCHE  
DAVID L. FREEMAN  
JAMES C. PARHAM, JR.  
JAMES M. SHOEMAKER, JR.  
WILLIAM W. KEHL  
CHARLES W. WOFFORD  
LARRY D. ESTRIDGE  
D. ALLEN GRUMBINE  
CARY H. HALL, JR.  
CARL F. MULLER  
HENRY L. PARR, JR.  
BRADFORD W. WYCHE

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

RECORDATION NO. 8394-1 Filed 1425

INTERSTATE COMMERCE COMMISSION

POST OFFICE BOX 10207  
44 EAST CAMPERDOWN WAY  
CABLE ADDRESS: JURAL  
TELEPHONE 803-242-3131

Date 10/9/80 10/9/1980 9:13 AM  
Fee \$ 50  
INTERSTATE COMMERCE COMMISSION 1980

ICC Washington, D. C.

RECORDATION NO. 8394-1 Filed 1425

RECORDATION NO. 8394-F Filed 1425

Mrs. Lee

Interstate Commerce Commission  
Constitution Avenue at 12th St. N.W.  
Washington, D. C. 20023

INTERSTATE COMMERCE COMMISSION

Re: CBT Leasing Corporation and National Railway  
Utilization Corporation

RECORDATION NO. 8394-H Filed 1425

10/9/1980 9:13 AM

Dear Mrs. Lee:

INTERSTATE COMMERCE COMMISSION

Enclosed for filing under Section 11303 of the Interstate Commerce Act please find the following documents:

Amendment to Rental Schedule No. CBT-01 dated Feb. 15, 1980  
Amendment to Certificate of Inspection and Acceptance  
Amendment to Participation Agreement dated Feb. 15, 1980  
Amendment to Equipment Lease dated Feb. 15, 1980  
Amendment to Security Agreement dated Feb. 15, 1980  
(all documents between CBT Leasing Corporation and  
National Railway Utilization Corporation; all dated  
February 15, 1980)

The Agreements which are amended by these documents were previously filed with your office and with the recording numbers as follows:

Rental Schedule dated July 16, 1979 #9394-C  
Certificate of Inspection and Acceptance dated July 16, 1979  
(#9394-B)  
Participation Agreement dated July 16, 1979 #9394-A  
Equipment Lease dated July 16, 1979 #9394  
Security Agreement dated July 16, 1979 #9394-D

The address of National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102. The address of CBT Leasing Corporation is 60 State Street, Boston, Massachusetts 02109.

Please place one of each document on file with your office, stamp the remaining documents and return them to me at the address on this letterhead. I have previously sent your office a check in the amount of \$70 to cover this filing and the others enclosed under separate cover of this package.

Very truly yours,

Carl Muller

Carl F. Muller

CFM/bjm  
enclosures

OCT 9 1980 -9 30 AM

AMENDMENT dated as of February 15, 1980 to that certain PARTICIPATION AGREEMENT dated as of July 16, 1979 among NATIONAL RAILWAY UTILIZATION CORPORATION and PICKENS RAILROAD COMPANY (together termed "Lessee"), CBT LEASING CORPORATION (termed "Owner") and EQUITABLE LEASING CORPORATION (termed "Lender").

WHEREAS, Lessee and Owner have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Participation Agreement should be remarked in order to maximize their utilization and earnings;

WHEREAS, Lender consents to this remarking for this reason, also;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the others, the parties hereto agree as follows:

1. Schedule A on page 12 of the Participation Agreement is amended by changing Lessee's Identifying Numbers from the following:

NSL 150850 through NSL 150899

to the following:

NSL 150850  
MISS 150851  
NSL 150852  
MISS 150853 through MISS 150860  
NSL 150861  
MISS 150862  
NSL 150863  
MISS 150864 through MISS 150865  
NSL 150866 through NSL 150867  
MISS 150868 through MISS 150873  
NSL 150874  
MISS 150875 through MISS 150877  
NSL 150878 through NSL 150881  
MISS 150882 through MISS 150888  
NSL 150889  
MISS 150890 through MISS 150897  
NSL 150898  
MISS 150899

2. The Equipment Lease which is attached as Exhibit A to the Participation Agreement is amended in the following particulars:

- (a) The Certificate of Inspection and Acceptance which is attached as Exhibit A to the Equipment Lease is amended to change the Road Numbers in accordance with Paragraph I of this Amendment;

- (b) Rental Schedule No. CBT-01 which is attached to the Equipment Lease is amended to change the Road Numbers in accordance with Paragraph 1 of this Amendment.
3. The Security Agreement which is attached as Exhibit C to the Participation Agreement is amended in the following particulars:
- (a) The Equipment Lease which is attached as Exhibit A to the Security Agreement is amended in accordance with Paragraph 2 of this Agreement;
- (b) Exhibit B to the Security Agreement is amended in accordance with Paragraph 1 of this Amendment.

IN WITNESS WHEREOF, Lessee, Owner and Lender, each pursuant to due authority have caused these presents to be duly executed.

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

By:

Charles P. Turnburke  
Vice President

ATTEST:

T.W. Strzepek  
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County of Philadelphia:

On this 7th day of August, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

MARTHA T. MILLS  
Prothonotary of Pennsylvania

My Commission Expires:

MARTHA T. MILLS  
Notary Public, Phila., Phila. Co.  
My Commission Expires March 5, 1984

*PS*

(SEAL)

PICKENS RAILROAD COMPANY

By:

Charles P. Turnburke  
Charles P. Turnburke  
Vice President

Attest:

T. W. Strzepak  
T. W. Strzepak  
Assistant Secretary

Commonwealth of Pennsylvania:

ss:

County Of Philadelphia:

On this 7th day of August, before me personally appeared Charles P. Turnburke, to me personally known, who being by me duly sworn, says that he is Vice President of Pickens Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

MARTHA T. MILLS  
Prothonotary of  
Pennsylvania

MARTHA T. MILLS

Notary Public, Phila., Phila. Co.

My Commission Expires:

My Commission Expires March 5, 1984

(SEAL)

CBT LEASING CORPORATION

By:

Its:

ATTEST:

Its:

Commonwealth of Massachusetts:

ss:

County of Suffolk:

On this 19th day of June 1980, before me personally appeared James P. Seder, to me personally known, who being by me duly sworn, says that he is Executive Vice Pres. of CBT Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Robert L. Carbone  
Notary Public

My Commission Expires:

Sept. 26, 1986

(SEAL)

EQUITABLE LEASING CORPORATION

By: \_\_\_\_\_

Its: \_\_\_\_\_

ATTEST: \_\_\_\_\_

Its: \_\_\_\_\_

Commonwealth of Virginia:

ss:

County of Richmond:

On this \_\_\_\_\_ day of \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he is \_\_\_\_\_ of Equitable Leasing Corporation that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_